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11 *Attorneys for Plaintiff Relmada Therapeutics, Inc.*

12 **UNITED STATES DISTRICT COURT**

13 **DISTRICT OF NEVADA**

14 **RELMADA THERAPEUTICS, INC.**, a
15 Nevada corporation,

CASE NO.: 2:15-cv-2338

16 Plaintiff,

17 v.
**EX-PARTE TEMPORARY
RESTRAINING ORDER AND
PRELIMINARY INJUNCTION**

18 **LAIDLAW & COMPANY (UK) LTD.**, a
19 foreign corporation, **MATTHEW D.**
EITNER, an individual and citizen of New
20 Jersey, and **JAMES P. AHERN**, an
individual and citizen of New Jersey,

21 Defendants.

22
23 UPON CONSIDERATION of the Motion For Temporary Restraining Order Without
24 Notice and Preliminary Injunction filed by Plaintiff Relmada Therapeutics, Inc. ("Relmada") for a
25 temporary restraining order and preliminary injunction against Defendants Laidlaw & Company
26 (UK) Ltd., Matthew D. Eitner, and James P. Ahern (collectively, "Defendants"), the Federal
27 Rules of Civil Procedure, the pleadings and papers on file herein, the Memorandum of Points and
28

1 Authorities, including the Declaration of Sergio Traversa, together with the exhibits, and for good
2 cause shown:

3 THE COURT HEREBY FINDS THAT,

4 1. Relmada is likely to succeed on the merits because the False Solicitation contains
5 material misstatements and omissions;

6 2. Relmada and its stockholders will suffer irreparable harm if Defendants are not
7 enjoined from continuing to disseminate false and misleading proxy materials and required to
8 retract or correct those materials;

9 3. The balance of hardships favors the issuance of a temporary restraining order and
10 preliminary injunction here because the right of Relmada's stockholders to vote for qualified
11 directors will be directly impacted, and an improper vote will hold up the election of qualified
12 directors resulting in uncertainty over the corporate governance of the Company;

13 4. The public interest will benefit from granting a temporary restraining order and
14 preliminary injunction because it prevents an uninformed shareholder vote; and

15 5. The Court grants this relief to Relmada without notice to Defendants because the
16 harm suffered by Relmada as a result of Defendants' action is continuing and immediate.

17 THEREFORE, IT IS HEREBY ORDERED THAT, pending a full trial on the merits:

18 1. Defendants shall be enjoined from continuing to disseminate false and misleading
19 proxy materials.

20 2. Defendants immediately must retract or correct its false and misleading proxy
21 materials.

22 3. If Defendants choose to correct their false and misleading proxy materials, they
23 immediately shall:

24 (a) Disclose that they missed the advance notice deadline for stockholders to
25 validly nominate Relmada directors at the 2015 annual meeting;

26 (b) Disclose that there are only two seats up for election on Relmada's Board
27 at the 2015 annual meeting;

(c) Disclose that the Board of Directors has the sole authority to set the size of the Board; and

(d) Disclose that the corporate actions taken by Relmada's current Board and stockholders that Defendants' label as "entrenchment" all were authorized under Relmada's articles of incorporation, bylaws, and Nevada law.

4. The opposition brief, if any, to the Motion For Temporary Restraining Order Without Notice and Preliminary Injunction is due on December 15, 2015, and the response brief, if any, in support of the Motion For Temporary Restraining Order Without Notice and Preliminary Injunction is due on December 18, 2015.

5. The hearing on the Motion For Temporary Restraining Order Without Notice and Preliminary Injunction is set for December 22, 2015 at 2:00 p.m.

6. A nominal bond of \$500.00 shall be required because the evidence indicates that Defendants will only suffer, if at all, minimal damage by the issuance of this temporary restraining order and preliminary injunction.

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